

SHEPPARD, MULLIN, RICHTER & HAMPTON LLP
A Limited Liability Partnership
Including Professional Corporations
MICHELLE D. KAHN, Cal. Bar No. 124528
MICHELLE J. HIRTH, Cal. Bar No. 200024
Four Embarcadero Center, 17th Floor
San Francisco, California 94111-4106
Telephone: 415-434-9100
Facsimile: 415-434-3947

Attorneys for Plaintiff
BARE ESCENTUALS, INC.

ROBERT L. SHERMAN (*admitted pro hac vice*)
PAUL, HASTINGS, JANOFSKY & WALKER LLP
75 East 55th Street
New York, NY 10022-3205
Telephone: (212) 318-6000
Facsimile: (212) 318-6847

KEVIN C. McCANN (State Bar. No. 120874)
PAUL, HASTINGS, JANOFSKY & WALKER LLP
55 Second Street, 24th Floor
San Francisco, CA 94105-3441
Telephone: (415) 856-7000
Facsimile: (415) 856-7100

Attorneys for Defendants
L'OREAL USA, INC. and LANCÔME
PARFUMS ET BEAUTE & CIE

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA

SAN JOSE DIVISION

E-FILED - 7/7/05

BARE ESCENTUALS, INC.,

Plaintiff,

v.

L'ORÉAL USA, INC., LANCÔME, a
Division of L'OREAL USA, INC. and
LANCÔME PARFUMS ET BEAUTE
& CIE,

Defendants.

CASE NO. C04-0173 RMW

**STIPULATION TO WITHDRAWAL OF
LANCÔME PARFUMS ET BEAUTE &
CIE'S MOTION TO DISMISS FOR
LACK OF PERSONAL JURISDICTION
AND TO DISMISSAL OF LANCÔME
PARFUMS ET BEAUTE & CIE;
[PROPOSED] ORDER**

STIPULATION

This Stipulation to Withdrawal of Lancôme Parfums et Beaute & Cie's Motion to Dismiss for Lack of Personal Jurisdiction and to Dismissal of Lancôme Parfums et Beaute & Cie is entered into by plaintiff Bare Escentuals, Inc. ("Bare Escentuals"), defendant L'Oreal USA, Inc. ("L'Oreal") and defendant Lancôme Parfums et Beaute & Cie ("Lancôme") based on the following facts:

A. On June 29, 2004, Lancôme filed a motion to dismiss this action as to Lancôme for lack of personal jurisdiction;

B. As Bare Escentuals and Lancôme were attempting to informally resolve Lancôme's motion to dismiss for lack of personal jurisdiction and Bare Escentuals, L'Oreal and Lancôme were engaged in mediation before the Ninth Circuit Court of Appeals Mediation Program, Bare Escentuals and Lancôme stipulated to multiple continuances of the hearing of Lancôme's motion to dismiss;

C. Lancôme's motion to dismiss for lack of personal jurisdiction is currently scheduled for hearing on July 8, 2005. Correspondingly, Bare Escentuals' opposition to the motion to dismiss, if any, must be filed on or before June 17, 2005 and Lancôme's reply in support of its motion to dismiss, if any, must be filed on or before June 24, 2005; and

D. The parties have agreed to a dismissal without prejudice of Lancôme from this action.

IT IS HEREBY STIPULATED, by and between Bare Escentuals, L'Oreal and Lancôme, through their counsel of record, that:

1. Lancôme withdraws its Motion to Dismiss for Lack of Personal Jurisdiction in this action;

2. Lancôme Parfums et Beaute & Cie be dismissed as a party to this action without prejudice; and


3. Lancôme enters into this Stipulation to Withdrawal of Lancôme Parfums et Beaute & Cie's Motion to Dismiss for Lack of Personal Jurisdiction and to

Dismissal of Lancôme Parfums Et Beaute & Cie without prejudice to its position that this Court does not have personal jurisdiction over Lancôme. This Stipulation to Withdrawal Of Lancôme Parfums et Beaute & Cie's Motion to Dismiss for Lack of Personal Jurisdiction and to Dismissal of Lancôme Parfums et Beaute & Cie should not be construed as an appearance in this action for purposes of personal jurisdiction.

Dated: June 10, 2005

SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

By

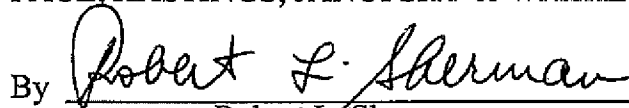


Michelle J. Hirth
Attorneys for Plaintiff
BARE ESCENTUALS, INC.

Dated: June 10, 2005

PAUL, HASTINGS, JANOFSKY & WALKER LLP

By



Robert L. Sherman
Attorneys for Defendants
L'OREAL USA, INC. and
LANCÔME PARFUMS ET BEAUTE & CIE

ORDER

Having reviewed the foregoing stipulation and good cause appearing therefor, IT IS ORDERED that: (1) Lancôme Parfums et Beaute & Cie's Motion to Dismiss for Lack of Personal Jurisdiction is withdrawn; (2) Lancôme Parfums et Beaute & Cie is dismissed from this action; and (3) the Stipulation to Withdrawal of Lancôme Parfums et Beaute & Cie's Motion to Dismiss for Lack of Personal Jurisdiction and to Dismissal of Lancôme Parfums et Beaute & Cie is not deemed an appearance by Lancôme Parfums et Beaute & Cie before this Court for purposes of personal jurisdiction.

DATED: 7/7, 2005

/S/ RONALD M. WHYTE
The Honorable Ronald M. Whyte
United States District Court Judge